

Certification of Undertaking 6

BCC, Anthem, and AHC undertake that premiums payable by BCC subscribers and enrollees will not increase as a result of the Merger, and Anthem and AHC will provide a written commitment, addressed to the Director of the Department and executed by Anthem's and AHC's Chief Executive Officers, expressly to that effect. In order to demonstrate and assure compliance with this undertaking and commitment, which will remain in effect during the Merger Debt Period, BCC, Anthem and AHC will provide annual written certifications to the Department on the anniversary date of the Merger that:

(1) BCC's practices and methodologies for determining premium rates after the Merger have not varied from BCC's pre-Merger practices and methodologies;

BCC Response:

The Merger has not affected BCC's pricing practices and methodologies. The process of calculating medical trends, commissions, administrative loads and profit loads is consistent with pre-Merger practice. As such, BCC's method of determining premiums rates has not changed.

(2) No debt rating factor relating to the indebtedness that Anthem has incurred to finance Anthem's cash requirements for the Merger has been included as part of such post-Merger practices and methodologies;

BCC Response:

BCC confirms that no debt-rating factor relating to the indebtedness that Anthem has incurred has been included in post-Merger practices and methodologies.

(3) BCC's practices and methodologies for determining products and benefit designs after the Merger have not varied from BCC's pre-Merger practices and methodologies;

BCC Response:

BCC confirms that its practices and methodologies for determining products and benefit designs did not change after the Merger.

(4) BCC's administrative expense ratio has not exceeded pre-Merger levels without reporting to the Department as provided in Undertaking 14.

BCC Response:

BCC confirms that its administrative expense ratio as defined in Undertaking 14 and reported in BCC's quarterly financial report with the Department (Report #2, Lines 1, 4, 5 and 32 respectively) has not exceeded 13.31%.

(5) Anthem has paid all executive change in control severance payments and retention bonus payments made during the period of the certification by reason of the Merger as provided in Undertaking 1 and, as represented in the Notice of Material Modification, the transaction expenses of the Merger have not been borne by BCC;

BCC Response:

This confirms that Anthem paid all executive change in control severance payments and retention bonus payments and the transaction expenses of the Merger have not been borne by BCC.

(6) Anthem had cash on hand immediately prior to the closing of the Merger that was adequate to discharge all obligations relating to the Merger and payable to officers and directors of Anthem and WellPoint, as required by Undertaking 1.

BCC Response:

This confirms that Anthem had cash on hand immediately prior to the closing of the Merger that was adequate to discharge all obligations relating to the Merger and payable to officers and directors of Anthem and WellPoint, as required by Undertaking 1.

(7) BCC's dividends have not exceeded the limitations in Undertakings 2 and 3;

BCC Response:

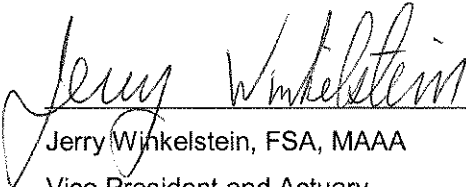
This confirms that BCC's dividends have not exceeded the limitations in Undertakings 2 and 3.

(8) BCC has filed with the Department each year an actuarial memorandum that certifies that no portion of the cost components of any premium rate charged for any individual or small group product offered in California by BCC includes a charge related to the financing of the Merger. BCC shall also certify annually to the Department (1) that no portion of the cost components of any rate or fee charged for any large group product offered in California by BCC includes a charge related to the financing of the Merger and (2) that no portions of the copayments, deductibles or similar features of any BCC products includes a charge related to the financing of the Merger and (3) in the event there were reductions in the level of reimbursement of BCC health care providers, as defined in Health and Safety Code Section 1345(i), such reductions were not attributable to the payments described in (5) above.

BCC Response:

BCC confirms that no portion of the cost components of any premium rate charged for any individual or small group product offered in California by BCC includes a charge related to the financing of the Merger. BCC also confirms that 1) no portion of the cost components of any rate or fee charged for any large group product offered in California by BCC includes a charge related to the financing of the Merger, and 2) no portions of the copayments, deductibles or similar features of any BCC products includes a charge related to the financing of the Merger, and 3) there were no reductions in the level of reimbursement of BCC health care providers attributable to the payments described in (5) above as these payments were made by Anthem.

Certified on November 30, 2005 by:


Jerry Winkelstein, FSA, MAAA
Vice President and Actuary
Blue Cross of California